

EXHIBIT F

Part 1

Schottenfeld Associates

October 2005

Schottenfeld
~~EXHIBIT 2~~
FOR IDENTIFICATION
10-9-06
D.H. LONDON

CONFIDENTIAL

SQA 00069

Disclaimer

This document does not constitute an offer to sell, or a solicitation of an offer to buy the partnership interests described herein. No such offer or solicitation will be made prior to the delivery of an offering memorandum and other materials relating to the matters mentioned herein. Before making an investment decision with respect to the partnership, potential investors are advised to read carefully the private offering memorandum, the limited partnership agreement and the related subscription documents, and to consult with their tax and financial advisors and legal counsel.

This document contains a summary of the purpose of the company and the principal business terms of the partnership; this summary does not purport to be complete and is qualified in its entirety by reference to the more detailed discussion contained in the private offering memorandum and the limited partnership agreement.

This document is being provided to you on a confidential basis solely to assist you in deciding whether or not to proceed with a further investigation of Schottenfeld Associates, L.P. or Schottenfeld Qualified Associates, L.P. (collectively, Schottenfeld Associates). Accordingly, this document may not be reproduced in whole or in part, and may not be delivered to any person without the prior written consent of Schottenfeld Associates.

Schottenfeld Associates

Rick Schottenfeld (rick@schottenfeld.com)
Stephen Kalish (skalish@schottenfeld.com)
800 Third Avenue, 10th Floor
New York, NY 10022
Tel: (212) 300-2204

Schottenfeld Associates

CONFIDENTIAL

1

SQA 00070

Schottenfeld Profile

History

- Current fund founded in 1996
- Associated Broker/Dealer founded in 2004

Team

- 4 People + CFO + Office Managers

Investment Focus

- Actively managed fund focused on three sectors:
 - (i) technology value
 - (ii) technology related transformations
 - (iii) special situations value

Investment Objective

- To generate superior, risk adjusted returns using a bottoms-up, fundamental, research-driven stock selection discipline
- Return target of 15 to 20% per annum with standard deviation (volatility) under 10%
- Profit from a diversified portfolio which invests long and short in companies trading at attractive multiples of cash flow that are poised to benefit from operational and financial initiatives
- Capital preservation and technological risk management implemented monthly/year

Returns

- Total return in excess of 426% since inception (January 1996)
 - NASDAQ returned 88% during that span
 - S&P 500 returned 124% during that span
- Outperformed NASDAQ by 33%, 14% and 18% in 2000, 2001 and 2002

Schottenfeld Associates

CONFIDENTIAL

2

SQA.00071

Our Edge

- Professionals have extensive experience in the securities industry (particularly in the hedge fund business) and performing creative, value-added fundamental research/analysis
- Possess a broad network of corporate management and investment professionals who are approached with specific agendas
- Style agnostic investment philosophy which optimizes the use of capital across stocks, sub-sectors, investment strategies and dynamic risk management processes largely in the technology sector
- Considerable attention placed on building a strong back office and operating systems
- Senior investment professionals are invested significantly in the Funds and are compensated based on the Funds' performance

Schottenfeld Associates

CONFIDENTIAL

3

SQA 00072

HOW Are We Different?

- Multiple cycle technology investments with opportunistic trading
 - Longer term investment horizons "special case" strategies
 - Combination of flexible and opportunistic bottoms up investment philosophy with top down, thematically-driven risk management
 - Cross over alpha extraction via multi-cycle investing
- Strive to identify disparity of valuation to intrinsic value
 - Valuation and quantitative models
- Management assessment and corporate governance
- Legal and regulatory
- Fund is investment + trading/trader driven
- Channel checking using an extensive rolodex of industry contacts
- Focus is over a market cycle
- "Activist Approach" to investigating investment theses
- Single trigger puller in the context of a strong analytical and tactically oriented team approach
- No use of leverage

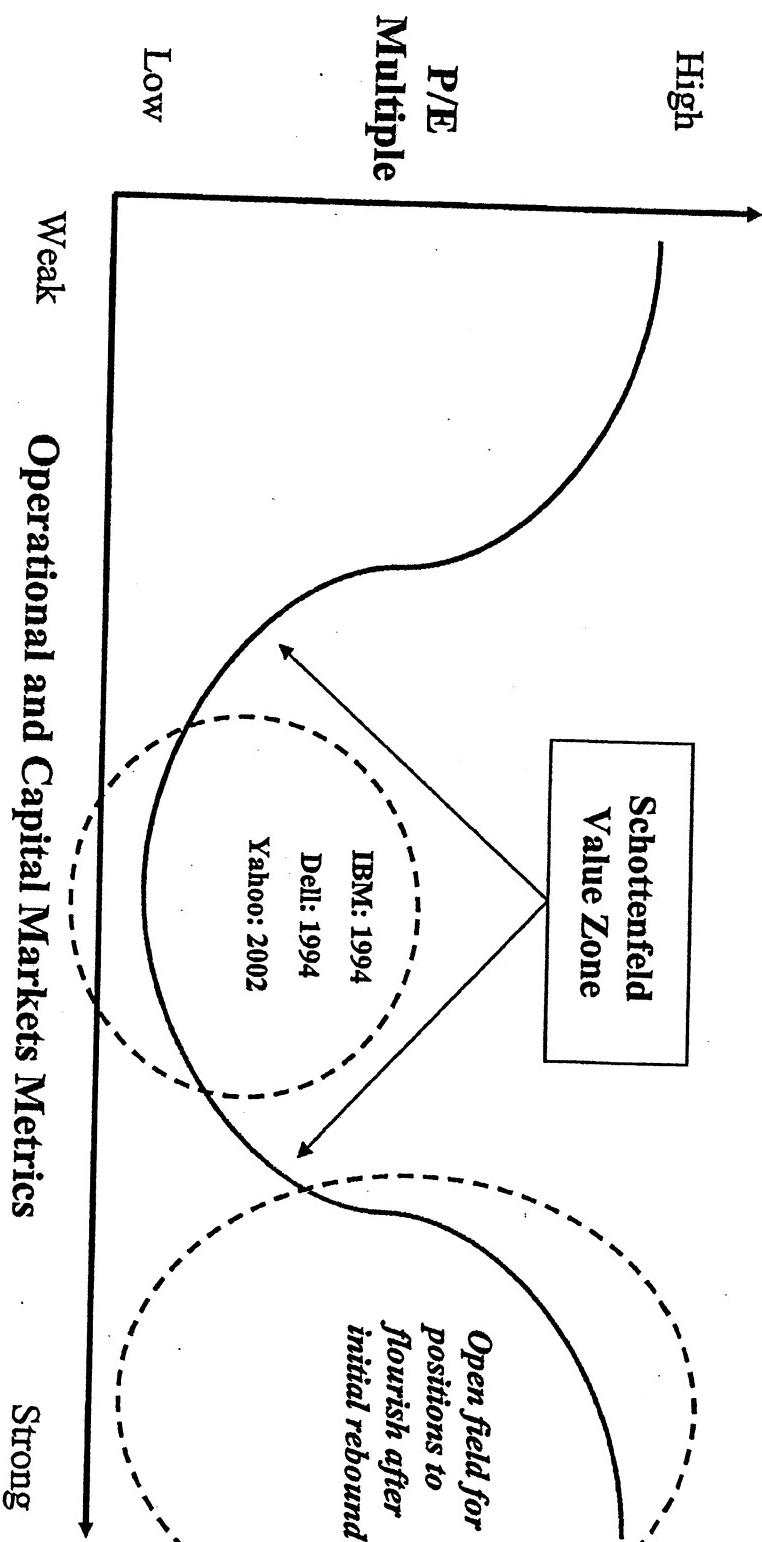
Schottenfeld Associates

CONFIDENTIAL

Multiple Cycle Technology Investing

- I. Technology Value
 - Technology companies trading at low multiples of cash flow or asset value
 - Companies poised to benefit from operational and financial initiatives or sector upswings
- II. Tech Transformation
 - Non-technology companies impacted by technology developments
 - Measuring the effect of technology developments on profitability, competitive dynamics or valuation metrics
- III. Special Situations
 - Companies experiencing market price dislocation due to company-specific or industry-wide dynamics
 - Acquire at historically low multiples of cash flow or discounts to enterprise or asset value

Find Companies in the Zone



Schottenfeld Associates

CONFIDENTIAL

6

SQA 00075

Investment Process

- Identification of variant perception fundamental screens
 - Universe of ~300 stocks
 - Small, medium and large market capitalization
- Identify catalysts when investing - both long and short with a bias toward "hard events"
- Investment framework screens
 - Proprietary valuation models
 - Fundamentally driven systematic screens
 - Readily identifiable catalysts
 - Secular trend identification
- Further insight as generated by operational information processing:
 - Company contacts in senior management and visits
 - Competitor review and contacts
- Bottoms up stock selection and portfolio construction
 - Stock specific strategy determination
 - Bottoms up return fundamentally-driven targets and initial position sizing via risk reward analysis
 - Fundamental catalyst development seeking inefficiencies vis-à-vis intrinsic value
- Dynamic Risk Management
 - Stock sector and Industry based fundamentally driven inflection points
 - Thematic market based risk management

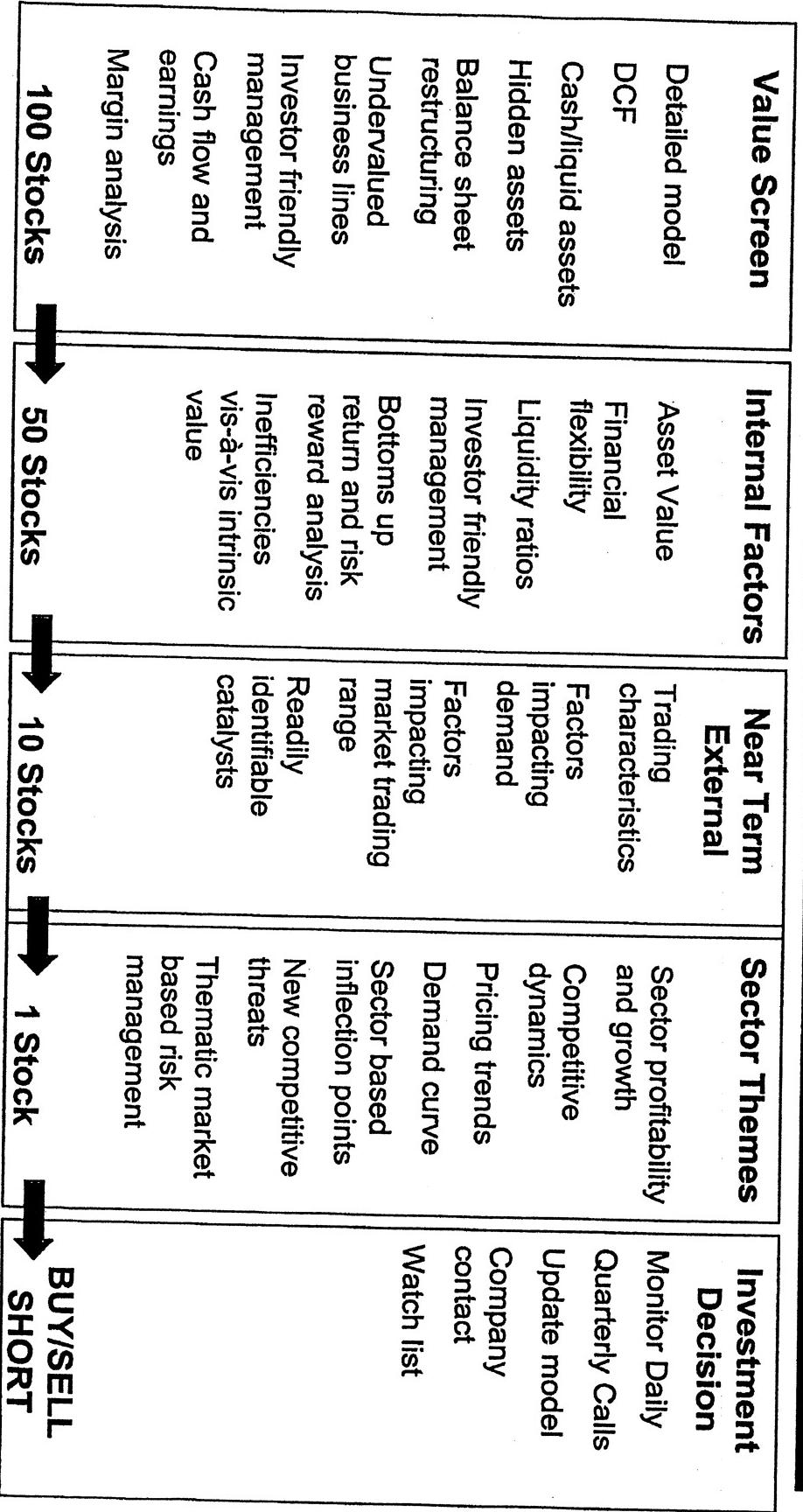
Schottenfeld Associates

CONFIDENTIAL

7

SQA 00076

Investment Process



Schottenhamfeld Associates

CONFIDENTIAL

Portfolio Construction

- Bottoms up position weightings determined by most favorable risk/reward ratios
- Hold team meetings to set entry and exit points on where to add or reduce positions
- Maintain an intermediate time horizon with core positions while being opportunistic with certain special situations
- Exposure Management
 - Top down diversification parameters
 - Determination of gross, net, and beta exposures
 - Liquidity consideration in relation to valuation
 - Beta posture monitored

Schottenfeld Associates

CONFIDENTIAL

9

SQA 00078

I. Technology Value Investment

Schottenfeld Associates

CONFIDENTIAL

10
SQA 00079

Long Candidates

- Long positions must provide substantial tangible value
 - Sell target equals 85% to 90% of conservative fair value estimate
- Concentrate long positions in businesses with the following characteristics:
 - Attractive multiples of cash flow and earnings
 - Assets trading at discount to NAV
 - Pure value names with long term outlook
 - Special situations (e.g. pairs trades, liquidation)
 - Potential for positive earnings surprise
 - Restructurings and turnaround stories
 - Low P/E vs. likely growth rate

Schottenfeld Associates

CONFIDENTIAL

11

SQA 00080

Long Portfolio

- Financial Statement Analysis
 - Return on invested capital
 - Operating margins
- Apply valuation techniques
 - M&A and public comparables
 - Discounted cash flow analysis
 - Liquidation analysis
 - Sensitivity analysis
 - Downside assessment
- Run customized value screens using a set of analytical parameters
 - Positive Free Cash Flow
 - Modest Debt/Equity Levels (for non-financials)
 - High ROE & ROIC
 - Low Price/Book Value
 - Enterprise value/free cash flow
 - Enterprise value/EBITDA
 - P/E Ratio
- Scan EDGAR filings for equities with significant institutional activity
 - 13-F Filings, 13-D Filings, 13-G Filings
- Significant valuation differential exists between companies in a sector
- The time horizon for this investment return is six to 12 months
- Due diligence validates the quality of the business, its assets, management team and strategic goals
- Lower beta stock event bias
- Fundamentally hard event bias

Schottenfeld Associates

CONFIDENTIAL

12

SQA 00081

Short Candidates

- Concentrate short positions in businesses with the following characteristics:
 - Flawed business or unsustainable revenue and earnings growth
 - Experiencing deteriorating business and industry conditions
 - Cash poor balance sheets, often exacerbated by lack of financing
 - Facing capital expenditure requirements in excess of their internal cash generation abilities
 - High valuation concepts or overpriced growth – weakening fundamentals (a losing company in a losing sector)
 - Misleading accounting, criminal/fraudulent activities, or hype/over-promotion
 - Catalysts exist that will lead to a downdraft in the stock price
 - Potential to depreciate by 50% over six months
 - Overvalued with near-term catalysts

Schottenfeld Associates

CONFIDENTIAL

13

SQA 00082

Short Portfolio

- Primary objective is capital gain, not hedging
- Stock and strategy specific initial position sizing
- Identification of catalysts
- Rigorous stop loss
- Dynamic price objectives & stop losses
- No valuation shorts
- Shareholder base composition analysis
- Fundamental strategies
- Larger market capitalization bias
- Higher beta bias
- High liquidity and shorter-term trading bias

Schottentfeld Associates

CONFIDENTIAL

14

SQA 00083

Sell Discipline

- Sell decisions are fundamentally driven and could be triggered by the following:
 - A negative, fundamental change from original investment thesis
 - A reduction in long-term earnings potential
 - An extreme valuation: is the stock "priced for perfection" or no longer a "value"?
 - Lack of information from the company
 - Substantial negative EPS revisions
 - Significant insider selling
 - Capital allocation decisions: are there better opportunities elsewhere?

Schottenfeld Associates

CONFIDENTIAL

15

SQA 00084

II. Event-Driven Technology Transformation Investment

Schottenfeld Associates

CONFIDENTIAL

16

SQA 00085

Technology Event-Driven Related Transformation

- **Technology driven by economics**
 - Need to grow or to downsize
 - Cope with changes in business climate
 - Tax policy, regulatory regime, changes in labor or capital costs or commodity appreciation/depreciation
- **Ability to participate in all event-driven subsets**
 - Different types of deals in different economic and market cycles
 - Multi-strategy approach assures deal flow regardless of economic conditions
- **Cost to company of implementation**
 - Effect on customers and suppliers
- **Response of competitors**
 - Effect on revenues and margins
 - Potential dilution
- Synergies
- Financeability
 - Competitive threat and/or regulatory issues
 - Potential Partner for Schottenfeld

Schottenfeld Associates

CONFIDENTIAL

17

SQA 00086